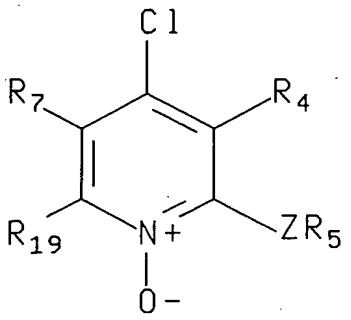
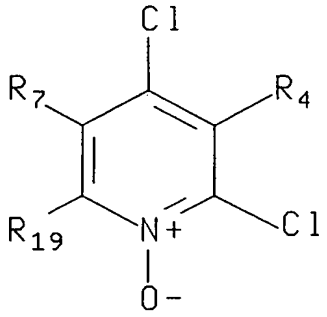
IN THE CLAIMS:

Claim 1 (currently amended) A compound of the formula



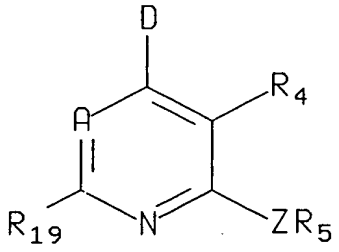
X

,



XI

or



IV

wherein R_7 is hydrogen, methyl, fluoro, chloro, bromo, iodo, cyano, hydroxy, -O(C_1-C_4 alkyl), -C(O)(C_1-C_4 alkyl), -C(O)O(C_1-C_4 alkyl), -OCF_3, CF_3, -CH_2OH, -CH_2OCH_3 or -CH_2OCH_2CH;

D is chloro, hydroxy or cyano;

R_{19} is methyl or ethyl;

R_5 is phenyl or pyridyl and R_5 is substituted by two or three substituents independently selected from C_1-C_4 alkyl, chloro and bromo, except that no more than one such substituent can be bromo;

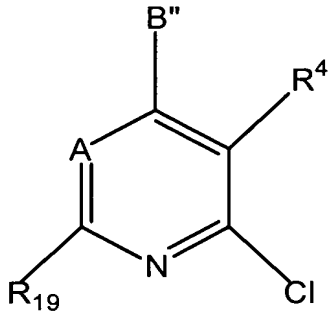
R_4 is hydrogen, C_1-C_4 hydrocarbyl, fluoro, chloro, bromo, iodo, C_1-C_4 alkoxy, trifluoromethoxy, $-CH_2OCH_3$, $-CH_2OCH_2CH_3$, $-CH_2CH_2OCH_3$, ~~$-CH_2OF_3$~~ - $\underline{CH_2OCF_3}$, CF_3, amino, nitro, $-NH(C_1$-C_4 alkyl), $-N(CH_3)_2$, $-NHCOCH_3$, $-NHCONHCH_3$, $-SO_n(C_1$-C_4 alkyl) where n is 0, 1 or 2, cyano, hydroxy, $-CO(C_1$-C_4 alkyl), -CHO, ~~cyano~~ or $-COO(C_1$-C_4 alkyl) wherein said C_1-C_4 hydrocarbyl may optionally contain one double or triple bond and may optionally be substituted with one substituent selected from hydroxy, amino, $-NHCOCH_3$, $-NH(C_1$-C_2 alkyl), $-N(C_1$-C_2 alkyl)$_2$, $-COO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), C_1-C_3 alkoxy, C_1-C_3 thioalkyl, fluoro, chloro, cyano and nitro;

A is N, CH or CCH_3;

and Z is O, NH, $N(CH_3)$, S or CH_2, with the proviso that when A is CH or CCH_3, then Z must be O or S.

Claim 2 (previously presented) A compound according to claim 1 having the formula XI wherein R_7 is hydrogen or methyl and R_4 is hydrogen, , C_1-C_4 hydrocarbyl, $-O(C_1$-C_4 alkyl), chloro or cyano.

Claim 3 (currently amended) A compound of the formula



XII

wherein R_{19} is methyl or ethyl;

R_4 is hydrogen, C_1-C_4 hydrocarbyl, fluoro, chloro, bromo, iodo, C_1-C_4 alkoxy, trifluoromethoxy, $-CH_2OCH_3$, $-CH_2OCH_2CH_3$, $-CH_2CH_2OCH_3$, ~~$-CH_2OF_3$~~, $-CH_2OCF_3$, CF_3, amino, nitro, $-NH(C_1$-C_4 alkyl), $-N(CH_3)_2$, $-NHCOCH_3$, $-NHCONHCH_3$, $-SO_n(C_1$-C_4 alkyl) where n is 0, 1 or 2, cyano, hydroxy, $-CO(C_1$-C_4 alkyl), -CHO, -COOH ~~cyano~~ or $-COO(C_1$-C_4 alkyl) wherein said C_1-C_4 hydrocarbyl may optionally contain one double or triple bond and may optionally be substituted with one substituent selected from hydroxy, amino, $-NHCOCH_3$, $-NH(C_1$-C_2 alkyl), $-N(C_1$-C_2 alkyl$)_2$, $-COO(C_1$-C_4 alkyl), $-CO(C_1$-C_4 alkyl), C_1-C_3 alkoxy, C_1-C_3 thioalkyl, fluoro, chloro, cyano and nitro;

A is N, CH or CCH_3

B" is $-NR_1R_2$, $-CR_1R_2R_{11}$, $-C(=CR_2R_{12})R_1$, $-NHCHR_1R_2$, $-OCHR_1R_2$, $-SCHR_1R_2$, $-CHR_2OR_{12}$, $-CHR_2SR_{12}$,$-C(S)R_2$ or $-C(O)R_2$ or cyano;

wherein R_1 is C(O)H, $C(O)(C_1$-C_6 ~~alkyl~~ hydrocarbyl, $C(O)(C_1$-C_6 alkylene) (C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl), $C(O)(C_3$-C_8 cycloalkylene) (C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl), $C(O)(C_1$-C_6 alkylene) (C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl), $-C(O)(C_3$-C_8 cycloalkylene) (C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl), C_1-C_6 ~~alkyl~~ hydrocarbyl, C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl, C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl, $-(C_1$-C_6 alkylene) (C_3-C_8 ~~cycloaklyl~~ cyclohydrocarbyl), $-(C_3$-C_8 cycloalkylene) (C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl),$-(C_1$-C_6 alkylene) (C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl), $-(C_3$-C_8

cycloalkylene) (C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl), or -O-aryl, or -O-(C_1-C_6 alkylene)-aryl; wherein said aryl, C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl, C_1-C_6 ~~alkyl~~ hydrocarbyl, C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl, C_3-C_8 cycloalkylene, and C_1-C_6 alkylene groups may each independently be optionally substituted with from one to six fluoro and may each independently be optionally substituted with one or two substituents R_8 independently selected from the group consisting of C_1-C_4 ~~alkyl~~ hydrocarbyl, -C_3-C_8 cycloaklyl, hydroxy, fluoro, chloro, bromo, iodo, CF_3, -O-(C_1-C_6 ~~alkyl~~ hydrocarbyl), -O-(C_3-C_5 cycloalkyl), -O-CO-(C_1-C_4 ~~alkyl~~ hydrocarbyl), -O-CO-NH(C_1-C_4 ~~alkyl~~ hydrocarbyl), -O-CO-N(R_{24})(R_{25}), -N(R_{24})(R_{25}), -S(C_1-C_4 ~~alkyl~~ hydrocarbyl), -S(C_3-C_5 cycloaklyl), -N(C_1-C_4 ~~alkyl~~ hydrocarbyl)CO(C_1-C_4 ~~alkyl~~ hydrocarbyl), -NHCO(C_1-C_4 ~~alkyl~~ hydrocarbyl), -COO(C_1-C_4 ~~alkyl~~ hydrocarbyl), -CONH(C_1-C_4 ~~alkyl~~ hydrocarbyl), -CON(C_1-C_4 ~~alkyl~~ hydrocarbyl) (C_1-C_2 ~~alkyl~~ hydrocarbyl), CN, NO_2, -OSO_2(C_1-C_4 ~~alkyl~~ hydrocarbyl), S^+(C_1-C_6 ~~alkyl~~ hydrocarbyl) (C_1-C_2 alkyl) I^-, -SO(C_1-C_4 ~~alkyl~~ hydrocarbyl) and -SO_2(C_1-C_4 ~~alkyl~~ hydrocarbyl); and wherein the C_1-C_6 ~~alkyl~~ hydrocarbyl, C_1-C_6 alkylene, ~~C_5-~~ C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl, ~~C_5~~ C_3-C_8 cycloalkylene, and ~~C_5~~ C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl moieties of R_1 may optionally independently contain from one to three double or triple bonds; and wherein the C_1-C_4 ~~alkyl~~ hydrocarbyl moieties and the C_1-C_6 ~~alkyl~~ hydrocarbyl moieties of R_8 can optionally independently be substituted with hydroxy, C_1-C_4 alkyl, amino, aryl, -CH_2-aryl, -C_3-C_5 cycloalkyl, or -O-(C_1-C_4 alkyl), and can optionally independently be substituted with from one to five fluoro, and can optionally contain one or two double or triple bonds; and wherein each ~~heterocycloalkyl~~ heterocyclohydrocarbyl group of

R_1 contains from one to three heteromoieties selected from oxygen, $S(O)_m$, nitrogen and NR_{12}:

wherein R_2 is hydrogen, C_1-C_{12} ~~alkyl~~ hydrocarbyl, C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl, C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl, -(C_1-C_6 alkylene) (~~C_8~~ C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl), -(C_3-C_8 cycloalkylene) (C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl), -(C_1-C_6 alkylene) (C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl), -(C_3-C_8 cycloalkylene) (C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl), aryl, -(C_1-C_6 alkylene) aryl, or-(C_3-C_8 cycloalkylene) (aryl); wherein each of the foregoing R_2 groups may optionally be substituted with from one three substituents independently selected from chloro, fluoro, and C_1-C_6 alkyl, wherein one of said one to three substituents can further be selected from bromo, iodo, C_1-C_6 alkoxy, -OH, -O-CO-(C_1-C_6 alkyl), -O-CO-N(C_1-C_4 alkyl) (C_1-C_2 alkyl), -S(C_1-C_6 alkyl), -S(O)(C_1-C_6 alkyl), -$S(O)_2$(C_1-C_6 alkyl), S^+(C_1-C_6 alkyl)(C_1-C_2 alkyl)I^-, CN, and NO_2; and wherein the C_1-C_{12} ~~alkyl~~ hydrocarbyl, -(C_1-C_6 alkylene), (-~~C_5~~ -C_3-C_8 ~~cycloalkyl~~ cyclohydrocarbyl), (-~~C_5~~ C_3-C_8 cycloalkylene), and(-~~C_5~~ -C_4-C_8 ~~heterocycloalkyl~~ heterocyclohydrocarbyl) moieties of R_2 may optionally independently contain from one to three double or triple bonds; and wherein each ~~heterocycloalkyl~~ heterocyclohydrocarbyl group of R_2 contains from one to three heteromoieties selected from oxygen, $S(O)_m$, nitrogen, and NR_{12};

or where R_1 and R_2 are as in -$NHCHR_1R_2$, -$OCHR_1R_2$, -$SCHR_1R_2$, -CHR_1R_2, or -NR_1R_2, R_1 and R_2 of B may form a saturated 5- to 8-membered ring which may optionally contain one or two double bonds and in which one or two of the ring carbons may optionally be replaced by an oxygen, $S(O)_m$, nitrogen or NR_{12}; and which

carbocyclic ring can optionally be substituted with from 1 to 3 substituents selected from the group consisting of hydroxy, C_1-C_4 alkyl, fluoro, chloro, bromo, iodo, CF_3, -O-(C_1-C_4 alkyl), -O-CO-(C_1-C_4 alkyl) , -O-CO-NH(C_1-C_4 alkyl), -O-CO-N(C_1-C_4 alkyl) (C_1-C_2 alkyl), -NH(C_1-C_4 alkyl), -N(C_1-C_2 alkyl)(C_1-C_4 alkyl), -S(C_1-C_4 alkyl), -N(C_1-C_4 alkyl) CO(C_1-C_4 alkyl), -NHCO(C_1-C_4 alkyl), -COO(C_1-C_4 alkyl), -CONH(C_1-C_4 alkyl), -CON(C_1-C_4 alkyl)(C_1-C_2 alkyl), CN, NO_2, -OSO_2(C_1-C_4 alkyl), -SO(C_1-C_4 alkyl), -SO_2(C_1-C_4 alkyl), wherein one of said one to three substituents can further be selected from phenyl;

wherein each N is independently zero, one or two;

wherein R_{11} is hydrogen, hydroxy, fluoro, ethoxy, or methoxy;

wherein R_{12} is hydrogen or C_1-C_4 alkyl;

with the proviso that when A is N then B" and R_4 are defined, respectively, as B" and R_4 are defined above and when A is CH or CCH_3, then B" is -NR_1R_2, -$NHCHR_1R_2$, -$OCHR_1R_2$ or cyano and R_4 is an electron deficient group.

Claim 4 (previously presented) A compound according to claim 3, wherein B" is -NR_1R_2, -$NHCHR_1R_2$, and A is CH or CCH_3.

Claims 5-8 (cancelled)

Claim 9 (previously presented) A compound according to claim 3 wherein the electron deficient group is selected from the group consisting of NO_2, -COO(C_1-C_4

alkyl), -C(=O)CH_3, -COOH and cyano.

Claim 10 (previously presented) 4-Chloro-2-(4-chloro-2,6-dimethyl-phenoxy)-3,6-dimethyl-pyridine.

Claim 11 (new). The compound according to claim 1, wherein the compound has the formula X and Z is O, NH, S or CH_2.

Claim 12 (new). The compound according to claim 1, wherein the compound has the formula XI.

Claim 13 (new) The compound according to claim 1, wherein the compound has the formula IV.

Claim 14 (new/withdrawn). A process for preparing a compound of formula I shown below or a pharmaceutically acceptable salt thereof comprising:

(a) providing the compound of claim 3;

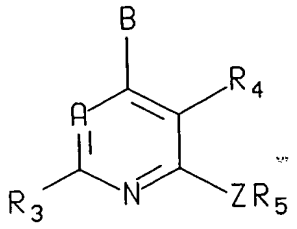
(b) providing a compound of formula R_5ZH, wherein

R_5 is phenyl or pyridyl, and R_5 is substituted with from one to three

substituents independently selected from fluoro, chloro, C_1-C_6 alkyl, and C_1-C_6 alkoxy, or with one substituent selected from hydroxy, iodo, bromo, formyl, cyano, nitro, trifluoromethyl, amino, -(C_1-C_6 alkyl)O(C_1-C_6)alkyl, -$NHCH_3$, -$N(CH_3)_2$, -COOH, -COO(C_1-C_4 alkyl), -CO(C_1-C_4 alkyl), -SO_2NH(C_1-C_4 alkyl), -SO_2N(C_1-C_4 alkyl)(C_1-C_2 alkyl), -SO_2NH_2, -$NHSO_2$(C_1-C_4 alkyl), -S(C_1-C_6 alkyl) and -SO_2(C_1-C_6 alkkyl), and wherein the C_1-C_4 alkyl and C_1-C_6 alkyl moieties of the foregoing R_5 groups may optionally be substituted with one or two fluoro groups or with one substituent selected form hydroxy, amino, methylamino, dimethylamino and acetyl; and;

Z is NH, O, S, -N(C_1-C_2 alkyl) or -C(R_{13} and R_{14}), wherein R_{13} and R_{14} are each, independently, hydrogen, trifluoromethyl or methyl, or one of R_{13} and R_{14} is cyano and the other is hydrogen or methyl;

(b) reacting the compound of claim 3 with the compound of the formula R_5ZH to form the compound of formula I:



I

wherein B is the same as B", and R_3 is methyl, ethyl, fluoro, chloro, bromo, iodo, cyano, methoxy, OCF_3, methylthio, methylsulfonyl, CH_2OH, or CH_2OCH_3 and R_4,R_5, Z and A are as described above or in claim 3; and

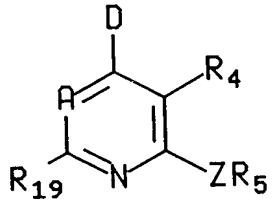
(c) optionally converting the compound of formula I into a pharmaceutically acceptable salt.

Claim 15 (new/withdrawn). The process of claim 14, wherein R_4 is nitro.

Claim 16 (new/withdrawn). A process for preparing a compound of formula IV shown below comprising:

(a) providing the compound of claim 1, wherein the compound has the formula X and D is chloro; and

(b) reacting the compound of claim 1 with phosphorus trichloride to form the compound of formula IV:



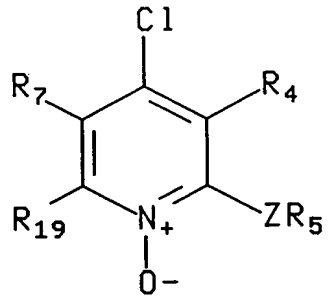
IV

wherein R_4, R_5, R_{19}, Z, A and D are as described above or in claim 1.

Claim 17 (new/withdrawn). A process for preparing a compound of formula X shown below comprising:

(a) providing the compound of claim 12; and

(b) reacting the compound of claim 12 with a compound of the formula R_5OH or R_5SH in the presence of a base to form the compound of formula X:



X

wherein Z is O, S or CH_2, and R_4, R_5, R_7 and R_{19} are as described above or in claim 12.